

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Aurora Loan Services LLC

2. All other names debtor used in the last 8 years Aurora Loan Services, Inc.

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 13 - 3947742

4. Debtor's address

Principal place of business

277 Park Avenue

Number Street

46th Floor

New York

NY

10172

City

State

ZIP Code

New York County

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City

State

ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City

State

ZIP Code

5. Debtor's website (URL) N/A

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify:

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 2 3 9

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☒ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor Aurora Commercial Corp. Relationship Parent
District Southern District of New York When 03/24/2019
Case number, if known 19-10843
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in *this district*?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____
City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Aurora Loan Services LLC Case number (if known) _____
Name

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING — Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/24/2019
MM / DD / YYYY

☒ /s/ Brenda Darnell

Signature of authorized representative of debtor

Title Senior Vice President

Brenda Darnell

Printed name

18. Signature of attorney

☒ /s/ Albert Togut

Signature of attorney for debtor

Date 03/24/2019
MM / DD / YYYY

Albert Togut

Printed name

Togut, Segal & Segal LLP

Firm name

One Penn Plaza, Suite 3335

Number Street

New York

City

NY 10119
State ZIP Code

(212) 594-5000

Contact phone

altogut@teamtogut.com
Email address

1420090

Bar number

NY
State

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor
(continued from page 2 of petition)

On March 24, 2019, the entities listed below filed petitions in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the number assigned to the chapter 11 case of Aurora Commercial Corp.

Location Where Filed	Case No.	Date Filed	Debtor Name
Southern District of New York	19-10843	03/24/2019	Aurora Commercial Corp.
Southern District of New York		03/24/2019	Aurora Loan Services LLC

Related Bankruptcy Cases:

Location Where Filed	Case No.	Date Filed	Debtor Name	Status
Southern District of New York	08-13555	09/15/2008	Lehman Brothers Holdings Inc.	Open
Southern District of New York	08-13600	09/16/2008	LB 745 LLC	Closed
Southern District of New York	08-13664	09/23/2008	PAMI Statler Arms LLC	Closed
Southern District of New York	08-13885	10/03/2008	Lehman Brothers Commodity Services Inc.	Closed
Southern District of New York	08-13887	10/05/2008	Lehman Brothers Finance SA	Dismissed
Southern District of New York	08-13888	10/03/2008	Lehman Brothers Special Financing Inc.	Open
Southern District of New York	08-13893	10/03/2008	Lehman Brothers OTC Derivatives Inc.	Open
Southern District of New York	08-13899	10/05/2008	Lehman Brothers Derivative Products Inc.	Closed
Southern District of New York	08-13900	10/05/2008	Lehman Commercial Paper Inc.	Open
Southern District of New York	08-13901	10/05/2008	Lehman Brothers Commercial Corporation	Closed
Southern District of New York	08-13902	10/05/2008	Lehman Brothers Financial Products Inc.	Closed

Location Where Filed	Case No.	Date Filed	Debtor Name	Status
Southern District of New York	08-13903	10/05/2008	Fundo de Investimento Multimercado Credito Privado	Dismissed
Southern District of New York	08-13904	10/05/2008	Lehman Scottish Finance L.P.	Closed
Southern District of New York	08-13905	10/05/2008	CES Aviation LLC	Closed
Southern District of New York	08-13906	10/05/2008	CES Aviation V LLC	Closed
Southern District of New York	08-13907	10/05/2008	CES Aviation IX LLC	Closed
Southern District of New York	08-13908	10/05/2008	East Dover Limited	Closed
Southern District of New York	09-10108	01/07/2009	Luxembourg Residential Properties Loan Finance S.a.r.l.	Closed
Southern District of New York	09-10137	01/09/2009	BNC Mortgage LLC	Open
Southern District of New York	09-10558	02/09/2009	Structured Asset Securities Corporation	Closed
Southern District of New York	09-10560	02/09/2009	LB Rose Ranch LLC	Closed
Southern District of New York	09-12516	04/23/2009	LB 2080 Kalakaua Owners LLC	Closed
Southern District of New York	09-17331	12/14/2009	Merit LLC	Closed
Southern District of New York	09-17503	12/22/2009	LB Somerset LLC	Closed
Southern District of New York	09-17505	12/22/2009	LB Preferred Somerset LLC	Closed
Southern District of New York	14-11691	06/01/2014	FL 6801 Spirits LLC	Reopened
Southern District of New York	14-11692	06/01/2014	FL 6801 Collins North LLC	Closed
Southern District of New York	14-11693	06/01/2014	FL 6801 Collins South LLC	Closed
Southern District of New York	14-11694	06/01/2014	FL 6801 Collins Central LLC	Closed

Location Where Filed	Case No.	Date Filed	Debtor Name	Status
Southern District of New York	17-12442	8/31/2017	Lehman Brothers U.K. Holdings (Delaware) Inc.	Closed
Southern District of New York	17-12443	8/31/2017	Lehman Pass-Through Securities Inc.	Closed

Fill in this information to identify the case:Debtor Name: Aurora Loan Services LLCUnited States Bankruptcy Court for the: Southern District of New York

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Agha-Khan, M.D., Salma 3751 Motor Ave. #34727 Los Angeles, CA 90032	Agha-Khan, M.D., Salma PHONE: (949) 332-0330 EMAIL: salmahagha@aol.com	Litigation	Contingent, Unliquidated and Disputed	\$0.00	\$0.00	\$0.00
2	Heron, James c/o Talcott Franklin, P.C. Attn: Shannon Conway 1920 McKinley Ave, 74th Floor Dallas, TX 75201	Heron, James c/o Talcott Franklin, P.C. Attn: Shannon Conway PHONE: (901) 369-3600 EMAIL: sonway@talcottfranklin.com, tal@talcottfranklin.com	Litigation	Contingent, Unliquidated and Disputed	\$0.00	\$0.00	\$0.00

Debtor Aurora Loan Services LLC
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
3	Mortgage Electronic Registration Systems, Inc. c/o Law Offices of Scott J. Oh, LLC Attn: Scott J. Oh 2454 E. Dempster Ste 310 Des Plaines, IL 60016-5319	Mortgage Electronic Registration Systems, Inc. c/o Law Offices of Scott J. Oh, LLC Attn: Scott J. Oh PHONE: (773) 931-6630 FAX: (847) 789-9401 EMAIL: sjo@sjolaw.com	Litigation	Contingent, Unliquidated and Disputed	\$0.00	\$0.00	\$0.00
4	Mutambo, Davies and Susan c/o Law Offices of Scott J. Oh, LLC Attn: Scott J. Oh 2454 E. Dempster Ste 310 Des Plaines, IL 60016-5319	Mutambo, Davies and Susan c/o Law Offices of Scott J. Oh, LLC Attn: Scott J. Oh PHONE: (773) 931-6630 FAX: (847) 789-9401 EMAIL: sjo@sjolaw.com	Litigation	Contingent, Unliquidated and Disputed	\$0.00	\$0.00	\$0.00
5	Nationstar Mortgage LLC Attn: Tony Villani, General Counsel 8950 Cypress Waters Blvd Coppell, TX 75019	Nationstar Mortgage LLC Attn: Tony Villani, General Counsel PHONE: (972) 316-5429 FAX: (469) 549-2085	Indemnification	Contingent Unliquidated and Disputed	\$0.00	\$0.00	\$0.00

TOGUT, SEGAL & SEGAL LLP
One Penn Plaza
Suite 3335
New York, New York 10119
(212) 594-5000
Albert Togut
Frank A. Oswald
Kyle J. Ortiz

*Proposed Counsel to the Debtors
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re: : Chapter 11
:
AURORA LOAN SERVICES LLC. : Case No. 19 () (SCC)
: (Joint Administration Pending)
:
Debtor.¹ :
:
-----X

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rule 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Aurora Loan Services LLC ("ALS" or the "Debtor"), as debtor and debtor-in-possession in the above-captioned case, respectfully represents as follows:

1. 100% of ALS is directly owned by Aurora Commercial Corp.
2. 100% of Aurora Commercial Corp. is directly owned by Lehman Brothers Bancorp, Inc.
3. 100% of Lehman Brothers Bancorp., Inc., is directly owned by Lehman Brothers Holdings, Inc.

¹ The Debtor in this chapter 11 case and its last four digits of its federal tax identification number is as follows: Aurora Loan Services LLC (7742). The Debtor's corporate headquarters is located at 277 Park Avenue, 46th Floor, New York, New York 10172.

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized Designated Person on behalf of the Debtor, declare under penalty of perjury that I have read the foregoing Corporate Ownership Statement and that it is true and correct to the best of my information and belief.

Dated: March 24, 2019

/s/ Brenda Darnell
By: Brenda Darnell
Title: Senior Vice President

Fill in this information to identify the case and this filing:

Debtor Name Aurora Loan Services LLC
United States Bankruptcy Court for the: Southern District District of New York
(State)
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/24/2019
MM / DD / YYYY

X /s/ Brenda Darnell
Signature of individual signing on behalf of debtor

Brenda Darnell
Printed name

Senior Vice President
Position or relationship to debtor

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
AURORA LOAN SERVICES LLC**

March 24, 2019

The undersigned, being all the members of the Board of Directors (the “**Board**”) of **Aurora Loan Services LLC**, a corporation organized and existing under the laws of Delaware (the “**Company**”), do hereby take the following actions and adopt the following written resolutions set out below:

WHEREAS, the Board has reviewed and discussed the financial and operational condition of the Company and the Company’s business on the date hereof, including the current and historical performance of the Company, the assets and liquidity of the Company, the current and long-term liabilities of the Company, the market for the Company’s services and the credit market conditions;

WHEREAS, the Board has received, reviewed, and discussed the recommendations of senior management of the Company and the Company’s legal, financial, and other advisors as to the relative risks and benefits of the strategic alternatives available to the Company, including a wind down through a bankruptcy proceeding (the “**Bankruptcy Case**”) under the provisions of Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “**Bankruptcy Code**”), and has received, reviewed and discussed forms or descriptions of the key “first day” filings that would be proposed to be made by the Company in connection with the Bankruptcy Case (the “**Initial Filings**”);

WHEREAS, after review and discussion and due consideration of all of the information presented to the Board, the Board deems it advisable and in the best interests of the Company, its parent companies, its affiliates, its creditors, stakeholders, and other interested parties, for the Company to commence the Bankruptcy Case by filing a voluntary petition for relief under the provisions of the Bankruptcy Code (the “**Petition**”); and

NOW, THEREFORE, BE IT:

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its parent companies, its affiliates, its creditors, stakeholders, and other interested parties that the Petition and the Initial Filings be filed by the Company in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”); and be it further

RESOLVED, that the Company shall be, and it hereby is, authorized, directed and empowered (i) to file the Petition and the Initial Filings and (ii) to perform any and

all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing; and be it further

RESOLVED, that any Director or Officer of the Company (each, a “**Designated Person**” and collectively, the “**Designated Persons**”) be, and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute and verify the Petition and the Initial Filings as well as all other ancillary documents and to cause the Petition and the Initial Filings to be filed with the Bankruptcy Court, and to make or cause to be made prior to the execution thereof any modifications to the Petition, the Initial Filings, or any ancillary documents, and to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents, agreements, deeds, letters, instruments or certificates necessary or desirable in connection with any of the foregoing; and be it further

RESOLVED, that the law firm of Togut, Segal & Segal LLP (the “**Togut Firm**”) be, and hereby is, authorized, empowered and directed to represent the Company as its counsel in connection with the Bankruptcy Case and to take any and all actions to advance the Company’s rights, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of the Togut Firm; and be it further

RESOLVED, that the firm of Prime Clerk LLC (“**Prime Clerk**”) be, and hereby is, engaged to act as notice, claims and balloting agent and to provide other related services to the Company in the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate advances prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Prime Clerk; and be it further

RESOLVED, that in addition to the existing signatories of the Company, any Designated Person, acting alone or in any combination, be, and hereby is, authorized to cause the Company to employ other special counsel, financial advisors, investment bankers, accountants, restructuring advisors and other professionals as appropriate in connection with the Bankruptcy Case and all related matters; and be it further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Designated Persons, and in addition to the existing signatories of the Company, any of the Designated Persons, acting alone or in any combination, be, and hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to do or

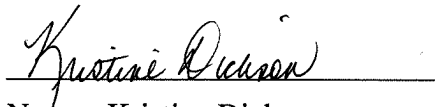
cause to be done all such further acts and things, including the payment of all fees, expenses, appropriate retainers and other amounts payable by the Company with respect to the foregoing, and to execute and deliver all such other instruments, certificates, agreements and documents as he or she may consider necessary or appropriate to enable the Company to carry out the intent and to accomplish the purposes of the foregoing resolutions; and be it further

RESOLVED, that all actions heretofore taken by any officer or director of the Company in connection with the foregoing resolutions, the Petition and related matters be, and they hereby are, confirmed, ratified and approved in all respects; and be it further

RESOLVED, that the Directors hereby waive any notice, procedural or other formalities requirements which may be required in order to hold a meeting of the Company's Directors.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Aurora Loan Services, LLC, have executed these resolutions as of the date first set forth above.

A handwritten signature in cursive script, reading "Kristine Dickson", is written over a horizontal line.

Name: Kristine Dickson


Title: Director

Name: D.J. (Jan) Baker

Title: Director

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Aurora Loan Services, LLC, have executed these resolutions as of the date first set forth above.

Name: Kristine Dickson
Title: Director



Name: D.J. (Jan) Baker
Title: Director